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(54) Title: **TIE-2 MODULATORS AND METHODS OF USE**

(57) Abstract: The present invention provides compounds for modulating protein kinase enzymatic activity for modulating cellular activities such as proliferation, differentiation, programmed cell death, migration and chemoinvasion. Compounds of the invention inhibit, regulate and/or modulate kinases, particularly Tie-2. Methods of using the compounds and pharmaceutical compositions thereof to treat kinase-dependent diseases and conditions are also an aspect of the invention.